

U.S. DEPARTMENT OF COMMERCE PATENT AND TRADEMARK OFFICE		
REVOCATION AND APPOINTMENT OF POWER OF ATTORNEY BY ASSIGNEE OF ENTIRE INTEREST and 3.73(b) STATEMENT		Docket Number: H-PM-00005CON2DIV (1800-5 CON II DIV) [11443/172]
Application Number: 10/761,492	Filing Date: January 20, 2004	Inventors: Michael Whitman
Invention Title: EXPANDING PARALLEL JAW DEVICE FOR USE WITH AN ELECTROMECHANICAL DRIVER DEVICE		Art Unit: 3721

I hereby certify that this correspondence is being electronically submitted to the United States Patent and Trademark Office via the Office electronic filing system on October 23, 2009

Signature: /Loretta E. Charles/
Loretta E. Charles

Sir:

Transmitted herewith for filing in the above-identified patent application is a Revocation of Prior Power of Attorney and Appointment of Power of Attorney by assignee of the entire right, title and interest along with a Statement Under 37 CFR 3.73(b).

Please make the documents of record in this application.

No fees are believed to be due for the submission. However, if any fees are due, the Commissioner is authorized to charge the deposit account of **Kenyon & Kenyon LLP**, Deposit Account No. **11-0600**, for such fees.

Respectfully submitted,

Date: October 23, 2009

By: /Clifford A. Ulrich/
Clifford A. Ulrich
(Reg. No. 42,194)
KENYON & KENYON LLP
One Broadway
New York, New York 10004
(212) 425-7200
CUSTOMER NO. 91478

POWER OF ATTORNEY TO PROSECUTE APPLICATIONS BEFORE THE USPTO

I hereby revoke all previous powers of attorney given in the application identified in the attached statement under 37 CFR 3.73(b).

I hereby appoint:

☒ Practitioners associated with the Customer Number:

91,478

OR

☐ Practitioner(s) named below (if more than ten patent practitioners are to be named, then a customer number must be used):

Name	Registration Number	Name	Registration Number

as attorney(s) or agent(s) to represent the undersigned before the United States Patent and Trademark Office (USPTO) in connection with any and all patent applications assigned only to the undersigned according to the USPTO assignment records or assignment documents attached to this form in accordance with 37 CFR 3.73(b).

Please change the correspondence address for the application identified in the attached statement under 37 CFR 3.73(b) to:

☒ The address associated with Customer Number:

91,478

OR

<input type="checkbox"/> Firm or Individual Name			
Address			
City	State	Zip	
Country			
Telephone	Email		

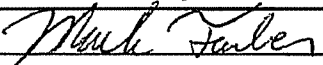
Assignee Name and Address:

Power Medical Interventions LLC
15 Hampshire Street
Mansfield, MA 02048

A copy of this form, together with a statement under 37 CFR 3.73(b) (Form PTO/SB/96 or equivalent) is required to be filed in each application in which this form is used. The statement under 37 CFR 3.73(b) may be completed by one of the practitioners appointed in this form if the appointed practitioner is authorized to act on behalf of the assignee, and must identify the application in which this Power of Attorney is to be filed.

SIGNATURE of Assignee of Record

The individual whose signature and title is supplied below is authorized to act on behalf of the assignee

Signature		Date	Oct. 12, 2009
Name	Mark Farber	Telephone	203-492-5000
Title	Vice President and Assistant Secretary		

This collection of information is required by 37 CFR 1.31, 1.32 and 1.33. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 3 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. **SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.**

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Inventor(s): Michael P. Whitman
Serial No.: 10/761,492
For: EXPANDING PARALLEL JAW DEVICE FOR USE WITH AN
ELECTROMECHANICAL DRIVER DEVICE
Filing Date: January 20, 2004
Examiner: Scott A. Smith
Art Unit: 3721
Confirmation No.: 4373

STATEMENT UNDER 37 C.F.R. § 3.73(b)

Sir:

POWER MEDICAL INTERVENTIONS, LLC having a place of business at **15 Hampshire Street, Mansfield, Massachusetts 02048**, states that it is the assignee of the entire right, title and interest in the patent application identified above by virtue of: (1) an assignment from the inventor of the patent application identified above to **POWERMED, INC.**; and (2) a change of name from **POWER MED, INC.** to **POWER MEDICAL INTERVENTIONS, INC.**; and (3) merger of **POWER MEDICAL INTERVENTIONS, INC.** into **POWER MEDICAL INTERVENTIONS, LLC**. Copies of the assignment from the inventor to **POWERMED, INC.**; of the change of name from **POWERMED, INC.** to **Power Medical Interventions, Inc.**, and the certificate of merger of **POWER MEDICAL INTERVENTIONS, INC.** into **POWER MEDICAL INTERVENTIONS, LLC** are attached hereto.

The undersigned is authorized to sign this Statement Under 37 C. F. R. §3.73(b) on behalf of the assignee, **POWER MEDICAL INTERVENTIONS, LLC**.

Respectfully submitted,

Dated: October 23, 2009

By: /Clifford A. Ulrich/
Clifford A. Ulrich
(Reg. No. 42,194)
KENYON & KENYON LLP
One Broadway
New York, New York 10004
(212) 425-7200
CUSTOMER NO. 91478

EXHIBIT # 1

ASSIGNMENT OF APPLICATION FOR PATENT

WHEREAS, I, the below-named inventor whose residence and Post Office are as stated below, have invented certain new and useful improvements in

An Expanding Parallel Jaw Device for use with an Electromechanical Driver Device

for which an application for United States Letters Patent was filed on July 12, 1999 and a declaration therefor was executed by me on even date herewith, and

WHEREAS, PowerMed, Inc., a corporation of the State of Delaware, having a postal address P.O. Box 1021, Washington Crossing, PA 18977, hereinafter called the ASSIGNEE, is desirous of acquiring the entire right, title and interest in the application and invention and to any Letters Patent that may be granted therefor in the United States of America and in any and all foreign countries.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, I hereby assign to ASSIGNEE the entire right, title and interest in the application and the invention, to all rights of priority thereto pursuant to the International Convention for the Protection of Industrial Property, and in any Letters Patent on the invention that may be granted in the United States of America and in any and all foreign countries, including any and all Letters Patent that are divisions, reissues, continuations, substitutions or extensions of any Letters Patent or applications therefor on the invention.

I hereby authorize and request the Commissioner of the United States Patent and Trademark Office and the officials of any and all foreign countries to issue any and all of said Letters Patent, when granted, to the ASSIGNEE.

Further, I hereby agree to communicate to said ASSIGNEE or its representatives any facts known to me respecting said invention, to testify in any legal proceedings, sign all lawful papers, execute all divisional, continuation, substitution, renewal and reissue applications, to execute all necessary assignment papers to cause any and all of said Letters Patent to be issued to said ASSIGNEE, and to make all rightful oaths and generally do everything possible to aid said ASSIGNEE and its representatives to obtain and enforce proper protection for said invention in the United States of America and in any and all foreign countries.

I further agree that the terms, covenants and conditions of this assignment shall inure to the benefit of ASSIGNEE, its successors, assigns, and legal representatives, and shall be binding on me, my heirs, legal representatives, and assigns.

Full name of first, or sole, inventor: Michael Peter Whitman

Inventor's signature*: Michael Whitman July 9, 1995
date

Residence: 16 Pheasant Run, New Hope, Pa. 18938

Citizenship: USA

Post Office Address: same as residence

EXHIBIT # 2

200125-1143

7-101 P 22/01 4-31

NOV 26 2001

Document Number _____ Filed with the Department of State
County Number 2810580 Secretary of the Commonwealth *[Signature]*

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB 15-1915 (Rev 8/01)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: POWERMED, INC.
2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 2670 Ford Road, Suite 200 Allentown Pennsylvania 18104-7744 Lehigh
Number and Street City State Zip County

(b) n/a

Name of Commercial Registered Office Provider _____ County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law of 1988
4. The date of its incorporation is: August 2, 1999
5. (Check, and if appropriate complete, one of the following):
- ☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State
- ☐ The amendment shall be effective on: _____ at _____
Date Hour
6. (Check one of the following):
- ☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
- ☐ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c)
7. (Check, and if appropriate complete, one of the following):
- ☒ The amendment adopted by the corporation, set forth in full, is as follows:

Article I of the Amended and Restated Articles of Incorporation is hereby amended in its entirety as follows:

"Name. The name of the Corporation is Power Medical Interventions, Inc. (the "Corporation")."

PA DEPT OF STATE
2001 NOV 26 12:20 PM

200183-1144

Article II of the Amended and Restated Articles of Incorporation is hereby amended in its entirety as follows:

"Registered Office. The address of its registered office in the Commonwealth of Pennsylvania shall be changed to 4 B East Bridge Street, New Hope, PA 18938 in Bucks County."

Article IV of the Amended and Restated Articles of Incorporation is hereby amended by replacing the first paragraph of such Article IV in its entirety with the following:

"Authorized Capital Stock. The Corporation shall have the authority to issue an aggregate of 100,000,000 shares of capital stock, of which 75,000,000 shares shall be Common Stock, \$.001 par value ("Common Stock") and 25,000,000 shares shall be Preferred Stock, \$.001 par value."

The respective Statements of Designation for the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock are each hereby amended by:

(i) replacing Paragraph 4(d)(i)(C)(3) of such Designations in its entirety with the following:

"(3) to officers, directors, employees or consultants of the Corporation pursuant to stock options granted pursuant to one or more of the Corporation's stock option plans on terms approved by the Board;"

(ii) deleting the words "and consultants" from Paragraph 4(d)(i)(C)(4) of the Statement With Respect to Shares for each of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock; and

(iii) adding the following new Paragraph 4(d)(i)(C)(7) to the Statement With Respect to Shares for each of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock:

"(7) as approved by the Board, to third parties (whether directly or through warrants) as consideration for the provision of goods or services to the Corporation (including the lending of money to the Corporation)."

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 21st day of November, 2001.

POWERMED, INC.
(Name of Corporation)

BY: 

Michael Whitman

TITLE: President and Chief Executive Officer

EXHIBIT # 3

CERTIFICATE OF MERGER

OF

POWER MEDICAL INTERVENTIONS, INC.

INTO

POWER MEDICAL INTERVENTIONS, LLC

Pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware and Section 264 of the General Corporation Law of the State of Delaware

FIRST: The name and jurisdiction of formation or organization and domicile of each of the constituent entities is: Power Medical Interventions, LLC, a Delaware limited liability company (the "LLC"), and Power Medical Interventions, Inc., a Delaware corporation (the "Corporation").

SECOND: The Corporation and the LLC have entered into an Agreement of Merger, dated as of September 23, 2009 (the "Merger Agreement"), providing for the merger of the Corporation with and into the LLC pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA") and Section 264 of the General Corporation Law of the State of Delaware (the "DGCL"). The Merger Agreement has been approved, adopted, certified, executed and acknowledged in accordance with Sections 18-204 and 18-209 of the DLLCA, in the case of the LLC, and Sections 103 and 264 of the DGCL, in the case of the Corporation.

THIRD: Power Medical Interventions, LLC shall be the surviving entity in the merger (the "Surviving LLC").

FOURTH: The Merger Agreement is on file at an office of the Surviving LLC at 15 Hampshire Street, Mansfield, MA 02048. A copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member of the LLC or to any stockholder of the Corporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Surviving LLC has caused this Certificate of
Merger to be duly executed as of the 23rd day of September, 2009.

POWER MEDICAL INTERVENTIONS, LLC

By: /s/ Matthew J. Nicolella
Name: Matthew J. Nicolella
Title: Authorized Person